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April 15, 2013

VIA ELECTRONIC FILING

Rosemary Chiavetta, Secretary
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street, Filing Room
Harrisburg, PA 17120

RE: Joint Application of Peoples Natural Gas Company, LLC, peoples TWP, LLC and Equitable Gas Company, LLC; Docket Nos. A-2013-2353647, A-2013-2353649 and A-2013-2353651; **PETITION TO INTERVENE OF THE RETAIL ENERGY SUPPLY ASSOCIATION**

Dear Secretary Chiavetta:

Enclosed for filing with the Commission is the Petition to Intervene of the Retail Energy Supply Association in the above-captioned proceeding. Copies of this Petition have been served in accordance with the attached Certificate of Service.

Thank you for your attention to this matter. If you have any questions related to this filing, please contact the undersigned.

Very truly yours,

Craig R. Burgraff
Steven K. Haas

Counsel for Retail Energy Supply Association

SKH/das
Enclosure

BEFORE THE
PENNSYLVANIA PUBLIC UTILITY COMMISSION

Joint Application of Peoples Natural Gas	:	
Company LLC, Peoples TWP LLC, and	:	
Equitable Gas Company, LLC for All of the	:	
Authority and the Necessary Certificates of	:	
Public Convenience (1) to Transfer All of the	:	
Issued and Outstanding Limited Liability	:	
Company Membership Interest of Equitable	:	
Gas Company, LLC to PNG Companies LLC,	:	Docket Nos. A-2013-2353647
(2) to Merge Equitable Gas Company, LLC	:	A-2013-2353649
with Peoples Natural Gas Company LLC, (3)	:	A-2013-2353651
to Transfer Certain Storage and Transmission	:	
Assets of Peoples Natural Gas Company LLC	:	
to Affiliates of EQT Corporation, (4) to	:	
Transfer Certain Assets between Equitable Gas	:	
Company, LLC and Affiliates of EQT	:	
Corporation, (5) for Approval of Certain	:	
Ownership Changes Associated with the	:	
Transaction, (6) for Approval of Certain	:	
Associated Gas Capacity and Supply	:	
Agreements, and (7) for Approval of Certain	:	
Changes in the Tariff of Peoples Natural Gas	:	
Company LLC.	:	

**PETITION TO INTERVENE OF THE
RETAIL ENERGY SUPPLY ASSOCIATION**

The Retail Energy Supply Association (“RESA”),¹ by and through its counsel, Hawke McKeon & Sniscak, LLP, hereby files this Petition to Intervene in the above-captioned

¹ RESA is a non-profit trade association made up of a broad range of companies that are involved in wholesale generation of electricity and the competitive supply of natural gas to residential, commercial and industrial customers. RESA and its members are actively involved in the development of retail and wholesale competition in natural gas and electricity markets in various states throughout the country, including Pennsylvania. RESA’s members include: Champion Energy Services, LLC; ConEdison Solutions; Constellation NewEnergy, Inc.; Direct Energy Services, LLC; Energetix, Inc.; Energy Plus Holdings LLC; Exelon Energy Company; GDF SUEZ Energy Resources NA, Inc.; Green Mountain Energy Company; Hess Corporation; Integrys Energy Services, Inc.; Just Energy; Liberty Power; MC Squared Energy Services, LLC; Mint Energy, LLC; NextEra Energy Services; Noble Americas Energy Solutions LLC; PPL EnergyPlus; Reliant; Stream Gas & Electric, Ltd.; TransCanada Power Marketing Ltd. and TriEagle Energy, L.P.

proceeding pursuant to 52 Pa. Code § 5.71, *et seq.* Certain of RESA's members provide service to customers in the service territories of Peoples Natural Gas Company, LLC ("Peoples") and Equitable Gas Company, LLC ("Equitable") (together, "Joint Applicants") and will be directly affected by the outcome of this proceeding. Accordingly, RESA seeks full party status and, in support thereof, avers as follows:

1. On or about March 19, 2013, the Joint Applicants filed the above captioned application with the Pennsylvania Public Utility Commission ("Commission").

2. In their filing, the Joint Applicants are seeking all approvals and Certificates of Public Convenience necessary: (1) to transfer all of the issued and outstanding limited liability company membership interest of Equitable to Peoples; (2) to merge Equitable with Peoples; (3) to transfer certain storage and transmission assets of Peoples to affiliates of EQT Corporation; (4) to transfer certain assets between Equitable and affiliates of EQT Corporation; (5) for approval of certain ownership changes associated with the transaction; (6) for approval of certain associated gas capacity and supply agreements; and (7) for approval of certain changes in the Tariff of Peoples.

3. RESA is represented in this matter by the following counsel:

Craig R. Burgraff
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Please direct copies of all documents filed previously in this case to the above referenced counsel, and serve counsel with copies of all documents filed hereafter. Counsel hereby agrees to accept service by electronic mail when followed by hard copy served by first class mail.

4. Certain RESA members are licensed to provide natural gas supply service in Pennsylvania and, in fact, provide such service to customers in Peoples' and Equitable's service territories. Accordingly, they will be bound by any decision of the Commission in this proceeding and by the manner in which changes resulting from these transactions affect the provision of service to their customers and the rules and regulations under which natural gas supply service is provided within the current Peoples and Equitable service territories.

5. In transactions such as that proposed by the Applicants in this matter, Section 2210 of the Natural Gas Choice and Competition Act, 66 Pa.C.S. §2210, requires the Commission to consider “[w]hether the proposed merger, consolidation, acquisition or disposition is likely to result in anticompetitive or discriminatory conduct...” RESA intends to participate in that issue and as to whether the practices and policies of the resulting Natural Gas Distribution Company or Companies are consonant with that directive.

6. RESA also seeks party status as an intervenor to protect, pursue and advocate its interests, should any other intervenor or protestant take any position which is contrary to RESA's interests or seek conditions to the application which are not in RESA's interest.

7. RESA continues to review the voluminous filing to determine other specific issues that may raise concern for it, but it is nonetheless an interested party within the definition of 52 Pa. Code § 5.72, inasmuch as certain of its members have a unique interest in the outcome of this proceeding that cannot be adequately represented by any other party, and because they will be bound by the decision of the Commission and their interest in the outcome is substantial.

8. Accordingly, RESA has demonstrated the requisite standing to intervene in the above-captioned proceeding under the requirements of 52 Pa Code § 5.72(a), and respectfully requests that its intervention be granted.

WHEREFORE, RESA respectfully requests that its Petition to Intervene in the above-captioned proceeding be approved and that it be granted full party status.

Respectfully submitted,



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Counsel for Retail Energy Supply Association

Dated: April 15, 2013

CERTIFICATE OF SERVICE

I hereby certify that I have this day served a true copy of the foregoing document upon the parties, listed below, in the manner indicated below, and in accordance with the requirements of 52 P.A. Code §1.54 (relating to service by a party).

VIA FIRST CLASS MAIL

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Dated this 15th day of April, 2013



Steven K. Haas.